

**« Oaktree (Lux.) II »**

*Société d'Investissement à Capital Variable – Fonds d'Investissement Spécialisé*

*Société en commandite par actions*

**L-2453 Luxembourg, 2-4, Rue Eugène Ruppert**

**R.C.S. Luxembourg B 199.241**

*Cette version remplace la version déposée au Registre de Commerce sous la référence N° L170010384 du 17 janvier 2017.*

**NUMERO 107.064 du répertoire de Me Jean SECKLER**

**NUMERO 4908 du répertoire de Me Danielle KOLBACH**

**EXTRAORDINARY GENERAL MEETING – AMENDMENT OF THE  
BY-LAWS DATED JANUARY 10<sup>th</sup>, 2017.**

In the year two thousand and seventeen, on the tenth day of January,

Before us Me **Danielle KOLBACH**, notary residing at Redange/Attert (Grand-Duchy of Luxembourg), acting in replacement of her prevented colleague Me **Jean SECKLER**, notary residing at Junglinster (Grand-Duchy of Luxembourg), who last named shall remain depositary of the present deed.

Was held an extraordinary general meeting of shareholders (the "**Meeting**") of "**Oaktree (Lux.) II**", an investment company with variable capital – specialised investment fund (*société d'investissement à capital variable – fonds d'investissement spécialisé*) within the meaning of the Luxembourg law of 13 February 2007 on specialised investment funds, as amended, established in the corporate form of a partnership limited by shares (*société en commandite par actions*) under the laws of the Grand Duchy of Luxembourg, with registered office at 2-4, Rue Eugène Ruppert, L-2453 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Trade and Companies Register under number B 199.241 (the "**Company**"). The Company was incorporated pursuant to a deed drawn up by the Luxembourg notary Jean-Joseph Wagner on 17 July 2015, published in the *Mémorial C, Recueil des Sociétés et Associations* on 30 September 2015, number 2676. The articles of incorporation of the Company were lastly rectified pursuant to a deed drawn up by the same notary on 30 September 2015, published in the *Mémorial C, Recueil des Sociétés et Associations* on 11 December 2015, number 3327 (the "**Articles**").

On 8 December 2016 an extraordinary general meeting (the "**1<sup>st</sup> EGM**") has been held but the quorum required to pass the resolution on the below mentioned

agenda was not reached. Therefore, a second extraordinary general meeting of the shareholders of the company was convened.

The Meeting was opened at 2:00 pm CET by **Andrea SCHIESS**, employee, professionally residing in Luxembourg, 2-4, Rue Eugène Ruppert, appointed chairman.

The chairman appointed Mr **Michael DERENGOWSKI**, employee, professionally residing in Luxembourg, 2-4, Rue Eugène Ruppert, as secretary.

The Meeting elected Mr **Jérémy COLOMBÉ**, employee, professionally residing in Luxembourg, 2-4, Rue Eugène Ruppert, to act as scrutineer.

The *bureau* of the Meeting having thus been constituted, the chairman declared and requested the notary to act that:

- A convening notice reproducing the agenda of the present Meeting was published on **December 23<sup>rd</sup>, 2016** in the “Receuil Electronique des Sociétés et Associations” (RESA), and the daily newspaper the “Luxemburger Wort” in accordance with applicable laws and regulations as it appears from the publication proofs presented to the *bureau* of the Meeting so that the Meeting is properly constituted and can validly consider all items of the agenda.
- the shareholders present or represented and the number of shares held by each of them are shown on an attendance list signed by the shareholders or their proxies, by the *bureau* of the Meeting and the notary; the said list as well as the proxies signed "*ne varietur*" will be registered with this deed;
- As the quorum of at least one half (50%) was not reached in the 1st EGM, Art. 67-1 (2) of the Luxembourg law of 10 August 1915 provides that a second meeting may be convened, that can validly deliberate regardless of the proportion of the capital represented. Resolutions, in order to be adopted, must be carried by at least two-thirds of the votes cast. Votes cast shall not include votes attached to shares in respect of which a shareholder has not taken part in the vote or has abstained or has returned a blank or invalid vote.
- it appears from the attendance list that registered Shares, including the management Share and accounting for 0.00005 % of the Company's capital, are present or represented at this Meeting.

The agenda of the Meeting was the following:

1. Amendment to article 2.2 of the Articles to reflect the power of the Company's general partner to transfer the registered office of the Company within the Grand Duchy of Luxembourg and, where applicable, to amend the Articles accordingly and to proceed with such formalities as may be required under applicable Luxembourg law.
2. Amendment to article 20 of the Articles to reflect the fact that the annual general

meeting of the shareholders will be held at the registered office of the Company or at any other location in the Grand Duchy of Luxembourg, at a place and time specified in the notice convening the meeting, but in any case within six months after the end of the relevant financial year.

3. Amendment to article 22.2 of the Articles to reflect the fact that convening notices may be, in the discretion of the General Partner, transmitted by any other means of communication provided that such means of communication is individually accepted by the shareholders.
4. Amendment to the transitory provisions regarding the Articles to indicate that the Company's first annual meeting shall be held in the Grand Duchy of Luxembourg, at a place and time specified in the notice convening the meeting, but in any case within eighteen months after the date of incorporation of the Company.
5. Miscellaneous.

After deliberation, the following resolutions were validly taken by the Meeting:

#### **FIRST RESOLUTION**

The Meeting **RESOLVES** by

100 % Votes in favour, including the Management Shares,

No Votes against

No Abstentions

to give power to the Company's general partner to transfer the registered office of the Company within the Grand Duchy of Luxembourg and to adapt the Company's articles accordingly.

Consequently, the Meeting **RESOLVES** to amend article 2.2 of the Articles, which shall read as follows:

*The General Partner is authorised to transfer the registered office of the Company within the Grand Duchy of Luxembourg and, where applicable, to amend the Articles accordingly and to proceed with such formalities as may be required under applicable Luxembourg law.*

#### **SECOND RESOLUTION**

The Meeting **RESOLVES** by

100 % Votes in favour, including the Management Shares,

No Votes against

No Abstentions

to change the determination of the location and the time of the annual general meeting of the shareholders of the Company.

Consequently, the Meeting **RESOLVES** to amend article 20 of the Articles, which shall read as follows:

*The annual general meeting of the Shareholders will be held at the registered office of the Company or at any other location in the Grand Duchy of Luxembourg, at a place and time specified in the notice convening the meeting, but in any case within six (6) months after the end of the relevant financial year .*

### **THIRD RESOLUTION**

The Meeting **RESOLVES** by

100 % Votes in favour, including the Management Shares,

No Votes against

No Abstentions

to allow the transmission of convening notices for general meetings of the Company by any other means of communication than registered mail in the discretion of the general partner of the Company, provided that such means of communication is individually accepted by the shareholders.

Consequently, the Meeting **RESOLVES** to amend article 22.2 of the Articles, which shall read as follows:

*As all Shares are in registered form, convening notices may be mailed by registered mail to the Shareholders, at their registered address at least eight (8) calendar days prior to the date of the meeting or, in the discretion of the General Partner, transmitted by any other means of communication provided that such means of communication is individually accepted by the Shareholders. Such notice shall indicate the time and place of such meeting and the conditions of admission thereto, shall contain the agenda and shall refer to the requirements of Luxembourg law with regard to the necessary quorum and majorities at such meeting.*

### **FOURTH RESOLUTION**

The Meeting **RESOLVES** by

100 % Votes in favour, including the Management Shares,

No Votes against

No Abstentions

to change the date and time of the first annual general meeting of the Company.

Consequently, the Meeting **RESOLVES** to amend the transitory provisions relating to the Articles, which shall read as follows:

*The first accounting year shall begin on the date of the formation of the Company and shall terminate on 30 September 2016.*

*The first annual general meeting shall be held in the Grand Duchy of Luxembourg, at a place and time specified in the notice convening the meeting, but in any case within eighteen (18) months after the date of incorporation of the Company.*

*The second annual general meeting shall be held in 2018.*

*Nothing else being on the Agenda the meeting is closed.*

**ESTIMATE OF COSTS**

The costs, expenses, remuneration or charges of any form whatsoever incumbent to the Company and charged to it by reason of the present deed are assessed to EUR 1,250.-.

The undersigned notary who understands and speaks English, stated herewith that on request of the above appearing parties, the present deed is worded in English only, in accordance with article 26 of the Luxembourg law of 13 February 2007 relating to specialised investment funds, as amended.

There being no further business on the agenda, the meeting was thereupon closed.

Whereof the present notarial deed was drawn up in Luxembourg, at the registered office of the Company, on the day named at the beginning of this document.

The document having been read to the proxy holder of the appearing parties, known to the notary by his surname, name, civil status and residence, said proxy holder signed together with us, the notary, the present original deed.

**(s): Andrea SCHIESS, Michael DERENGOWSKI, Jérémy COLOMBÉ,  
Danielle KOLBACH**

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Enregistré à Grevenmacher Actes Civils, le 13 janvier 2017.

Relation GAC/2017/444.

Reçu soixante-quinze euros

75,00 €

Le Receveur, (s.): G. SCHLINK

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